

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

PATENTS ONLY

03-2003-5 U.S. PTO
10/646579



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Ajay R. Bam (08/19/2003), Robert J. Wesley (08/19/2003), Walter Stock (08/18/2003), Troy Chen (08/19/2003)

Additional name(s) of conveying party(ies) Yes No attached?

2. Name and address of receiving party(ies)

Name: Vayusa, Inc.

Internal Address: _____

Street Address:

61 Chapel Street

3. Nature of Conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other _____

Execution Date: see Box 1, conveying parties

City: Newton

State: Massachusetts Zip: 02458

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): Not Yet Assigned.

Attorney Docket No.: 65003/P001US/10308058

If this document is being filed together with a new application, the execution date of the new application is: _____

A. Patent Application No.(s):

B. Patent No.(s):

Declaration Execution Dates:

08/18/03, 08/18/03, 08/19/03,

08/22/03

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David H. Tannenbaum
FULBRIGHT & JAWORSKI L.L.P.

Internal Address: Atty. Dkt:
Street Address: 65003/P001US/10308058

2200 Ross Avenue, Suite 2800

City: Dallas State: TX Zip: 75201-2784

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

Authorized to be charged to credit card
(Form 2038 enclosed)

8. Deposit account number:

06-2380

(Attach duplicate copy of this page if paying by deposit account)

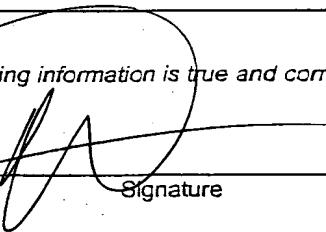
DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David H. Tannenbaum

Name of Person Signing



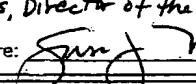
August 22, 2003

Date

Total number of pages including cover sheet, attachments, and documents: 9

Recordation Form Cover Sheet

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as U.S. Express Mail No EV256034972US
addressed to: MS Assignment Recordation Services, Director of the US Patent & Trademark Office,
P.O. Box 1450, Alexandria, VA 22313-1450
Dated: August 22, 2003

Signature:  (Susan Mercedes)

ASSIGNMENT BY INVENTORS

THIS ASSIGNMENT, made by Ajay R. Bam; Robert J. Wesley; Walter Stock; and Troy Chen (hereinafter referred to as Assignors), residing at 13 Worcester Street, Belmont, Massachusetts 02418; 6 Benvenue Street, Wellesley, Massachusetts 02482; 22 Greenough Street, Newton, Massachusetts 02465; and 69 Sussex Street, Apt. 1, Jersey City, New Jersey 07302, respectively;

WHEREAS, Assignors have invented certain new and useful improvements in SYSTEM AND METHOD OF INTEGRATING LOYALTY/REWARD PROGRAMS WITH PAYMENT IDENTIFICATION SYSTEMS, set forth in a Patent application for Letters Patent of the United States, filed herewith; and

WHEREAS, Vayusa, Inc., a organized under and pursuant to the laws of Delaware having its principal place of business at 61 Chapel Street, Newton, MA 02458 (hereinafter referred to as Assignee), is desirous of acquiring the entire right, title and interest in and to said inventions and said Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon.

NOW, THEREFORE, for good and sufficient consideration, the receipt of which is hereby acknowledged, Assignors have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto Assignee, its successors, legal representatives and assigns, the entire right, title and interest in and to the above-mentioned inventions and application for Letters Patent, and in and to any and all direct and indirect divisions, continuations and continuations-in-part of said application, and any and all Letters Patent in the United States and all foreign countries which may be granted therefore and thereon, and reissues, reexaminations and extensions of said Letters Patent, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by Assignee, for its own use and benefit and the use and benefit of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent may be granted and/or extended, as fully and entirely as the same would have been held and enjoyed by Assignors, had this sale and assignment not been made.

AND for the same consideration, Assignors hereby represent and warrant to Assignee, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, except for any rights, titles and/or interests that have arisen to Assignee under law or that have already been transferred to Assignee, Assignors are the sole and lawful owners of the entire right, title and interest in and to the said inventions and application for Letters Patent above-mentioned, and that the same are unencumbered and that Assignors have good and full right and lawful authority to sell and convey the same in the manner herein set forth.

AND for the same consideration, Assignors hereby covenant and agree to and with Assignee, its successors, legal representatives and assigns, that Assignors will sign all papers and documents, take all lawful oaths and do all acts necessary or required to be done for the procurement, maintenance, enforcement and defense of any Letters Patent and applications for Letters Patent for said inventions, without charge to Assignee, its successors, legal representatives and assigns, whenever counsel of Assignee, or counsel of its successors, legal representatives and assigns, shall advise: that any proceeding in connection with said inventions, or said Patent application for Letters Patent, or any proceeding in connection with any Letters Patent or applications for Letters Patent for said inventions in any country, including but not limited to interference proceedings, is lawful and desirable; or, that any division, continuation or continuation-in-part of any application for Letters Patent, or any reissue, reexamination or extension of any Letters Patent, to be obtained thereon, is lawful and desirable.

AND Assignors hereby request the Commissioner of Patent and Trademarks to issue said Letters Patent of the United States to Assignee, as Assignee of said inventions and the Letters Patent to be issued thereon, for the sole use and benefit of Assignee, its successors, legal representatives and assigns.

AND Assignors hereby grant the following individuals the power to insert on this Assignment any further identification which may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document:

FULBRIGHT & JAWORSKI L.L.P.

All practitioners at Customer Number 000029053

AND Assignors acknowledge an obligation of assignment of this invention to Assignee at the time the invention was made.



Ajay R. Bam

Date: 7-19-2003

United States of America)
State of Massachusetts) ss.:
County of Suffolk)

On this 19th day of August, 2003, before me personally came Ajay R. Bam, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Anne C. Oat
Notary Public My Comm. Expires: 5-24-07

Robert J. Wesley
Robert J. Wesley

Date: August 19, 2003

United States of America)
State of Massachusetts) ss.:
County of Suffolk)

On this 19th day of August, 2003, before me personally came Robert J. Wesley, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Walter Stock
Notary Public My Comm. Expires: 5/24/07

Walter Stock

Date: _____

United States of America)
State of _____) ss.:
County of _____)

On this _____ day of _____, _____, before me personally came Walter Stock, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Notary Public

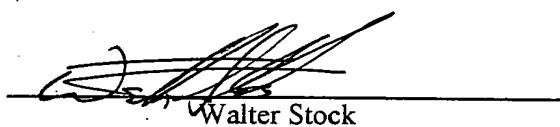
Robert J. Wesley

Date: _____

United States of America)
State of _____) ss.:
County of _____)

On this _____ day of _____, _____, before me
personally came Robert J. Wesley, to me known to be the individual
described in and who executed the foregoing instrument, and acknowledged execution
of the same.

Notary Public



Walter Stock

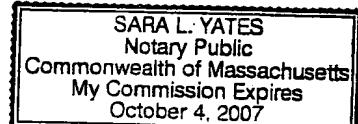
Date: 8/18/2003

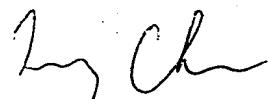
United States of America)
State of Massachusetts) ss.:
County of Essex)

On this 18th day of August, 2003, before me
personally came Walter Stock, to me known to be the individual
described in and who executed the foregoing instrument, and acknowledged execution
of the same.



Notary Public



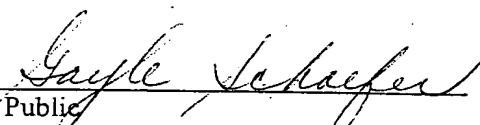


Troy Chen

Date: 8/19/03

United States of America)
State of New Jersey) ss.
County of Hudson)

On this 19th day of August, 2003, before me personally came Troy Chen, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.



Notary Public
GAYLE SCHAEFER
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 5, 2005

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

PATENTS ONLY

03915 U.S. PTO
10/6/2003
06/22/03

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FULBRIGHT & JAWORSKI L.L.P.Internal Address: Atty. Dkt: 65003/P001US/10308058
Street Address: 2200 Ross Avenue, Suite 2800City: Dallas State: TX Zip: 75201-27846. Total number of applications and patents involved: 17. Total fee (37 CFR 3.41) \$ 40.00 Enclosed Authorized to be charged to deposit account Authorized to be charged to credit card
(Form 2038 enclosed)

8. Deposit account number:

06-2380

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David H. Tannenbaum

Name of Person Signing

Signature

August 22, 2003

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addressed to: MJ Assignment Recordation Services, Director of the US Patent & Trademark Office,
P.O. Box 1450, Alexandria, VA 22313-1450
Dated: August 22, 2003

Signature: Susan Mercedes

(Susan Mercedes)